

7:00 PM
FRI OCT 25 1998
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

3000 K STREET, NW, SUITE 300
WASHINGTON, DC 20007-5116
TELEPHONE (202)424-7500
FACSIMILE (202)424-7645

EXECUTIVE SECRETARY

NEW YORK OFFICE
405 LEXINGTON AVENUE
NEW YORK, NY 10174

October 24, 2000

00-00958

VIA OVERNIGHT MAIL

K. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

Re: Co. ID # 128437: Notification of Name Change of AVR, L.P. d/b/a Hyperion of
Tennessee, L.P. to Adelphia Business Solutions of Nashville, L.P.

Dear Mr. Waddell:

On behalf of AVR, L.P. d/b/a Hyperion of Tennessee, LP ("Hyperion" or "Company"), this letter is to notify the Tennessee Regulatory Authority ("Authority" or "TRA") of the Company's intention to change its name to Adelphia Business Solutions of Nashville, L.P.¹ A copy of Hyperion's Application for Amended Registration of Foreign Limited Partnership is attached hereto as Exhibit B.

Hyperion is authorized to provide facilities-based and resold local exchange and resold interexchange telecommunications services in the State of Tennessee pursuant to a certificate of public convenience and necessity issued by the TRA on August 12, 1995 in Docket No. 94-00661. Hyperion is a wholly owned subsidiary of Adelphia Business Solutions, Inc. ("ABSI"), a Delaware Corporation.

¹The company has already changed its name believing proper notification had been submitted by letter dated September 27, 1999 attached hereto with original attachments as Exhibit A. That letter, however, was apparently not received by the TRA.

K. David Waddell, Executive Secretary
October 24, 2000
Page 2

Hyperion has determined that the name change from AVR, L.P. d/b/a Hyperion of Tennessee, L.P. to Adelphia Business Solutions of Nashville, L.P. will be a valuable step in developing the Company's telecommunications services and in implementing its ongoing business plan. The name change will not in any way inconvenience or cause harm to Hyperion customers. Hyperion will file a revised tariff under separate cover to indicate the name change and, to the extent necessary, will notify customers of the name change by bill insert or other method. Consumers will continue to be provided high quality, affordable services at the same rates and under the same terms and conditions as currently provided.

Upon review of Tennessee statutes and TRA rules, it is the understanding of the Company that prior TRA approval is not required for the proposed name change. Therefore, absent receipt of written notification to the contrary, the Company will, within thirty (30) days, proceed on the understanding that no approval or other formal action with respect to the name change is required.

An original and thirteen (13) copies of this letter are enclosed, as well as a check in the amount of \$25.00 to cover the requisite filing fee. Please date-stamp the enclosed extra copy of this filing and return it to the undersigned in the enclosed self-addressed, stamped envelope. Should you have any comments or questions regarding this filing, please do not hesitate to contact the undersigned at (202) 424-7798.

Respectfully submitted,



Russell M. Blau
Michael P. Donahue

Counsel for AVR, L.P. d/b/a Hyperion
of Tennessee, L.P.

cc: John Glicksman
Jim Stinson



September 27, 1999

K. David Waddell
Executive Director
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37219

Re: AVR, L.P. d/b/a Hyperion of Tennessee, LP

Dear Mr. Waddell:

Pursuant to phase one (1) of a two (2) phase restructuring plan, please be advised that AVR, L.P. d/b/a Hyperion of Tennessee, LP has changed its name to Adelphia Business Solutions of Nashville, LP (see enclosed). Based upon our understanding of Authority rules, regulations, etc., we are proceeding on the notion that no further action on our part is required.

Having said this, we will in fact make the appropriate filing for Authority approval prior to commencing phase two (2) of the restructuring plan wherein the current certificated Hyperion Telecommunications, Inc. subsidiary which is the subject of this letter will be merged into another Hyperion Telecommunications, Inc. subsidiary.

Should you have any questions or require further information, please feel free to contact me at (412) 220-5061. Thank you in advance for your cooperation regarding the aforementioned matters.

Sincerely,

A handwritten signature in cursive script that reads "Phillip M. Fraga, Esq.".

Phillip M. Fraga, Esq.
Director of Legal and Regulatory Affairs

PMF:mr

cc: John Glicksman, Esq.
Janet Livengood, Esq.
Bruce Booken, Esq.
Dana Frix, Esq.



State of California

Secretary of State

Bill Jones

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

A \$30.00 filing fee must accompany this document.
IMPORTANT— Read instructions before completing this form.



FILED

Office of the Secretary of State
 of the State of California

SEP - 7 1999

Bill Jones

BILL JONES, Secretary of State
 This Space For Filing Use Only

1. SECRETARY OF STATE FILE NUMBER
 99402500004

2. NAME OF LIMITED PARTNERSHIP
 AVR of Tennessee, L.P.

3. COMPLETE ONLY THE BOXES WHERE INFORMATION IS BEING CHANGED. ADDITIONAL PAGES MAY BE ATTACHED, IF NECESSARY.

A. LIMITED PARTNERSHIP NAME (END THE NAME WITH THE WORDS "LIMITED PARTNERSHIP" OR THE ABBREVIATION "L.P.")
 Adelpia Business Solutions of Nashville, L.P.

B. THE STREET ADDRESS OF THE PRINCIPAL OFFICE

ADDRESS

CITY

STATE

ZIP CODE

C. THE STREET ADDRESS IN CALIFORNIA WHERE RECORDS ARE KEPT

STREET ADDRESS

CITY

STATE CA

ZIP CODE

D. THE ADDRESS OF GENERAL PARTNER(S)

NAME

ADDRESS

CITY

STATE

ZIP CODE

E. NAME CHANGE OF A GENERAL PARTNER

FROM

TO

F. GENERAL PARTNER(S) CESSATION

Viacom Telecom Inc.

G. GENERAL PARTNER ADDED

NAME

ADDRESS

CITY

STATE

ZIP CODE

H. THE PERSON(S) AUTHORIZED TO WIND UP AFFAIRS OF THE LIMITED PARTNERSHIP

NAME

ADDRESS

CITY

STATE

ZIP CODE

I. THE NAME OF THE AGENT FOR SERVICE OF PROCESS

J. IF AN INDIVIDUAL, CALIFORNIA STREET ADDRESS OF THE AGENT FOR SERVICE OF PROCESS

ADDRESS

CITY

STATE CA

ZIP CODE

K. NUMBER OF GENERAL PARTNERS' SIGNATURES REQUIRED FOR FILING CERTIFICATES OF AMENDMENT, RESTATEMENT, MERGER, DISSOLUTION, CONTINUATION AND CANCELLATION.

1

L. OTHER MATTERS (ATTACH ADDITIONAL PAGES, IF NECESSARY).

4. TOTAL NUMBER OF PAGES ATTACHED (IF ANY)

5. I CERTIFY THAT THE STATEMENTS CONTAINED IN THIS DOCUMENT ARE TRUE AND CORRECT TO MY OWN KNOWLEDGE. I DECLARE THAT I AM THE PERSON WHO IS EXECUTING THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

Hyperion Telecommunications of Tennessee, Inc., general partner

BY:

John B. Glicksman

POSITION OR TITLE

PRINT NAME

DATE

SIGNATURE

POSITION OR TITLE

PRINT NAME

DATE

SECRETARY (REV. 7/88)

FORM LP-2 - FILING FEE: \$30.00
 Approved by Secretary of State

**SECRETARY OF STATE**

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

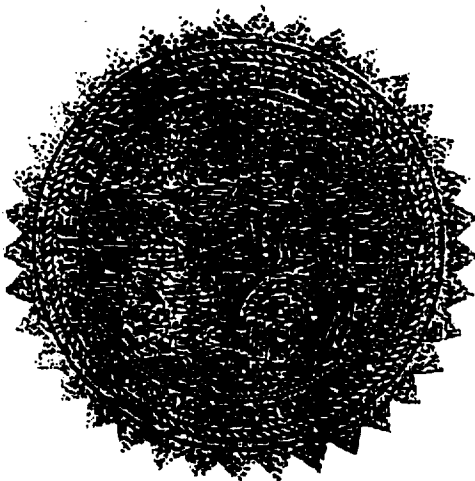
That the attached transcript of 1 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

SEP - 8 1999

A handwritten signature in cursive script that reads 'Bill Jones'.

Secretary of State



EXTRA PAGE. 002

RECEIVED
STATE OF TENNESSEE
F.R. - 1 4:07 10

SECRETARY OF STATE

8. The date on which the foreign limited partnership first intends to do business in the state of Tennessee is April 1, 1994.

DATED this 28th day of February, 1994.

APR 4 1994

AVR OF TENNESSEE, LP.

BY HYPERION TELECOMMUNICATIONS
OF TENNESSEE, INC.

Capacity: General Partner

SECRETARY OF STATE

By



SS-4458

EXTRA PAGE. 001
SECRETARY OF STATE131313 131313
APPLICATION FOR REGISTRATION OF FOREIGN LIMITED PARTNERSHIP FOR
R-1 TO 10 AVR OF TENNESSEE, L.P.

Pursuant to the provisions of Section 61-2-902 Tennessee Code Annotated, the undersigned foreign limited partnership submits this application to register in the State of Tennessee and states as follows:

- CERTIFIED COPY
[Signature]
SECRETARY OF STATE
1. The name of the foreign limited partnership is AVR of Tennessee, L.P.
 2. However, the name under which the foreign limited partnership proposes to register and transact business in the state of Tennessee is Hyperion of Tennessee, L.P.
 3. The limited partnership was organized under the laws of the state of California, and the effective date of its organization was January 24, 1994.
 4. The foreign limited partnership validly exists as a limited partnership under the laws of the jurisdiction of its organization as of the date of this filing.
 5. The general nature of the business to be conducted or promoted in the state of Tennessee is to provide telecommunication services, including (i) voice, data, and video access services for long distance carriers and (ii) voice, data, and video services for businesses, commercial, or governmental or other non-residential users.
 6. The street address of its registered office in Tennessee 37219, and the name of its registered agent at that office is John D. Lantz.
 7. The street address of its principal office is 222 Second Avenue North, Nashville, Tennessee 37219.
 8. The name and address of each general partner is:

Hyperion Telecommunications of Tennessee, Inc.
5 West Third Street
Coudersport, PA 16815

Viacom Telecom, Inc.
5924 Stoneridge Drive
Pleasanton, CA 94566

04/04/96 13:51 0615 329 3343

THE SEARCH IS ON

0004/004

Secretary of State
Corporations Section
James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

ISSUANCE DATE: 04/04/1996
REQUEST NUMBER: 96095007
TELEPHONE CONTACT: (615) 741-6488
FILE/REGISTRATION DATE: 03/02/1994
STATUS: ACTIVE
CONTROL NUMBER: 0276330
JURISDICTION: CALIFORNIA

TO:
THE SEARCH IS ON
PO BOX 120598
NASHVILLE, TN 37212

REQUESTED BY:
THE SEARCH IS ON
PO BOX 120598
NASHVILLE, TN 37212

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT
"HYPERION OF TENNESSEE, L.P.",

A LIMITED PARTNERSHIP FORMED IN THE JURISDICTION SET FORTH ABOVE, IS REGISTERED
TO DO BUSINESS IN THIS STATE, AND THAT AN APPLICATION FOR CANCELLATION OF
REGISTRATION HAS NOT BEEN FILED.

FOR: REQUEST FOR CERTIFICATE

ON DATE: 04/04/96

FROM:
TSIO (BOX 120598)
P. O. BOX 120598
NASHVILLE, TN 37212-0000

RECEIVED:	FEES	
	\$20.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$20.00

RECEIPT NUMBER: 00001944764
ACCOUNT NUMBER: 00000499



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

APPLICATION FOR AMENDED REGISTRATION OF FOREIGN LIMITED PARTNERSHIP FOR

Hyperion of Tennessee, L.P.

Pursuant to the provisions of the Tennessee Revised Uniform Limited Partnership Act, Section 61-2-905, the undersigned foreign limited partnership submits the following amended application for registration:

1. The name of the foreign limited partnership is:

Adelphia Business Solutions of Nashville, L.P.

[NOTE: Pursuant to Tennessee Revised Uniform Limited Partnership Act, Section 61-2-904(a), each foreign limited partnership name must include the words "Limited Partnership" or the abbreviation "L.P."]

2. The name under which the foreign limited partnership proposes to register and transact business in the State of Tennessee, if different than listed in No. 1, is:

3. This limited partnership was formed under the laws of the State/Country of California

and the effective date of formation was 1/24/94

4. The above-named foreign limited partnership validly exists as a limited partnership under the laws of the jurisdiction of its organization as of the date of this filing.

5. The complete address of the registered office in Tennessee is:

500 Tallan Building, 2 Union Square, Chattanooga, TN 37402-2571
Street City/State County Zip Code

6. The name of the registered agent, to be located at the address in No. 5, is:

Corporation Service Company

7. The complete address of the principal office is:

Main at Water Street, Coudersport, PA 16915
Street City State/Country Zip Code

8. The general nature of the business to be conducted or promoted in the State of Tennessee is:

provide telecommunication services

9. The name and complete address of each general partner is:

Hyperion Telecommunications of Tennessee, Inc. DDI Plaza Two, 500 Thomas
Name Address Suite 400
Bridgeville, PA 15017
Zip Code

Name Address Zip Code

[] Additional general partner(s) is/are listed on the attached _____ (number of) page(s) which is/are fully incorporated herein by reference. (Check and complete if applicable.)

10. The date on which the foreign limited partnership first did, or intends to do business in the State of Tennessee was/is:

3/2/94 (must be month, day and year)

11. If this document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is:

_____, 19____ (date), _____ (time).

[NOTE: A delayed effective date may not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: A certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of limited partnership records in the jurisdiction under whose law it was formed, is attached. The certificate shall not bear a date of more than (1) month prior to the date the application is filed. Section 61-2-902(2)]

Hyperion Telecommunications of Tennessee, Inc.

General Partner

By:

Signature

JOHN B. GLICKSMAN

Name (typed or printed)

Signature Date

9/7/99

Signer's Capacity

Vice President



SS-4474 (Rev. 5/89)

RDA Pending